

IEEE Employee Benefits and Compensation Committee Charter

PURPOSE

The Employee Benefits and Compensation Committee (the "Committee") is created by the Board of Directors of the IEEE to ensure the compensation, benefits, and perquisites provided to IEEE staff, and any other "disqualified persons" (as defined below), other than the Executive Director, are consistent with and support the business and financial objectives of the IEEE. The Committee reviews the programs, practices, and policies that define the IEEE's strategy and goals to attract, motivate, and retain employees through compensation, benefits, work-life balance, performance and recognition, and professional development.

As provided in the IEEE Bylaws, "the IEEE Employee Benefits and Compensation Committee shall report to the IEEE Board of Directors. It shall review and recommend for approval to the IEEE Board of Directors compensation guidelines, benefits whose costs are budgeted, and related matters, including philosophy, policies, programs, long-term planning, and financial considerations for IEEE employees. The Committee shall also provide guidance to IEEE in its role as Administrator for all employee benefit plans of IEEE governed by the Employee Retirement Income Security Act of 1974 (ERISA). To ensure relative market reasonableness, the Committee shall review and approve the employee benefits and compensation provided to disqualified persons, with the exception of the IEEE Executive Director, as specified in the Committee Charter. The Committee shall also review and provide a report to the IEEE Board of Directors annually of individuals whose compensation is reported on the annual IRS Form 990. The Executive Performance and Compensation Committee shall oversee all matters related to the compensation and benefits provided to the IEEE Executive Director as defined in these Bylaws."

Specifically, the Employee Benefits and Compensation Committee shall:

1. Ensure that the rebuttable presumption of compensation reasonableness is established for each individual defined as a disqualified person within Section 4958 of the U.S. Internal Revenue Code ("IRC") by:
 - Reviewing and approving the total compensation, including employee benefits and cash compensation provided to each disqualified person (other than the Executive Director), to ensure the relative market reasonableness of the total compensation in comparison to the practices of comparable organizations paid for similar positions;
 - Adequately documenting and maintaining a written record of the basis for its decisions concurrently with making the aforementioned compensation reasonableness decisions of the Committee.
2. Provide guidance to the IEEE in its role as Administrator for all employee benefit plans of the IEEE governed by the Employee Retirement Income Security Act of 1974 (ERISA), including but not limited to, the 401(k) savings and investment plan, the defined benefit pension plan, the defined contribution retirement plan, the incentive bonus plan, the 457(b) savings plan, the Roth 401(k) savings and investment plan, and health and welfare plans;

3. Review reports from and the recommendations of the IEEE Employee Retirement Savings Plans Staff Committee with regard to investment options, investment management and staff investment education;
4. Review and annually recommend to the Finance Committee the percentage of budgeted funds set aside for salary increases for eligible IEEE staff members;
5. Review and annually recommend to the Finance Committee the amount of incentive bonus funds set aside for eligible IEEE staff members;
6. Prepare an annual report for the IEEE Board of Directors on the Committee's activities and the approved compensation paid to individuals whose compensation is reported on the annual IRS Form 990;

DEFINITIONS

Employee benefits and compensation is comprised of base salary, maximum annual bonus, and retirement benefits, including 401(k) plan defined contribution and company match, and balances in the defined benefit pension plan frozen on 30 June 2007, and any perquisites provided, including health and welfare plans.

"Disqualified persons," are those individuals (staff or volunteers) either who were, at any time during the past five years, or who currently are in a position to exercise substantial influence over the affairs of the IEEE as defined in IRC Section 4958(f)(1) and Treasury Regulations Section 53.4958-3 including, but not limited, to voting members of the Board of Directors, the President, Chief Financial Officer and Treasurer. IEEE employees who are relatives of disqualified individuals are also considered to be disqualified persons.

COMMITTEE MEMBERSHIP

As provided in the IEEE Bylaws, Membership. "The IEEE Employee Benefits and Compensation Committee shall be appointed by the IEEE Board of Directors and shall consist of at least six members, who shall serve three-year staggered terms, which may include up to two Members-at-large who may be non-members of IEEE. At least three members of the committee shall be sitting members of the IEEE Board of Directors. Individuals may be re-appointed to serve one additional term. The Chair shall be an IEEE member, shall serve a one-year term, and shall normally be serving in their second or subsequent year on the EBCC. Officers or other individuals restricted from service on the IEEE Employee Benefits and Compensation Committee shall be specified in the IEEE Employee Benefits and Compensation Committee Charter. Non-members of IEEE who are eligible for appointment as voting members shall be professionals in the field of human resources, compensation, regulatory compliance, employee relations, organizational development, and/or employee benefits and wellness."

To be considered for membership on the Employee Benefits and Compensation Committee:

- An individual must be free from conflict of interest per Section 4958 of the Internal Review Code and with respect to the compensation being reviewed per Treasury Regulation Section 53.4958-6(c)(iii). The following individuals may not serve on the Employee Benefits and Compensation Committee:
 - The IEEE President
 - The IEEE Past-President
 - The IEEE President-Elect
 - The IEEE Executive Director
 - The IEEE Treasurer
 - The IEEE Chief Financial Officer
 - Any other disqualified person receiving compensation from the IEEE
- At least three (3) members must be sitting members of the IEEE Board of Directors. Pursuant to New York law, these Board members shall be the only Committee Members who can vote to approve the market reasonableness of the total compensation of disqualified persons under IRC Section 4958.
- A Member-at-large may be a non-member of the IEEE who shall be a professional in the field of human resources, compensation, regulatory compliance, organizational development and/or employee benefits and wellness; such non-members shall be required to sign a non-disclosure agreement.
- Other members must be members of the IEEE.
- The Chair shall be a member of the IEEE who has normally served at least one year on the Employee Benefits and Compensation Committee.
- The Vice Chair of the Committee shall be selected by the Committee from among the members of the Committee.

To ensure continuity of knowledge and process, Committee members shall serve in staggered three-year terms that begin on 1 January and end on 31 December. Individuals may be re-appointed to serve one additional term.

MEMBER REMOVAL OR RESIGNATION

Any member of the Employee Benefits and Compensation Committee may be removed from the Committee by the Board of Directors.

Resignation from the Committee shall be made in writing to the Committee Chair with a copy to IEEE President and a copy to the Chair of the Nominations and Appointments Committee.

Vacancies shall be filled by the Board of Directors.

STAFF AND OFFICER INTERACTION WITH THE COMMITTEE

The individuals who are restricted from Committee membership may present information and documentation to the Employee Benefits and Compensation Committee to assist it in discharging its duties; however, they may not be part of the deliberations or voting of the Committee. For example, it is anticipated that:

- The Executive Director or his/her designee shall present information regarding the recommended changes in salaries of disqualified persons (other than the Executive Director) during the prior calendar year;
- The Executive Director or his/her designee shall present information regarding the recommended changes in salaries and the market reasonableness of cash and non-cash compensation for disqualified persons at a time that is out of sequence with annual incentive bonus awards and annual pay raises.
- The Treasurer shall present information regarding the budget and financial condition of the IEEE.
- The Chief Financial Officer or his/her designee shall present information regarding the financial and operational conditions associated with retirement benefits.
- The Staff Director, Human Resources or his/her designee shall present information regarding the financial, operational, and qualitative conditions associated with the employee benefits and compensation provided to the IEEE staff.

ANTICIPATED MEETING CALENDAR

It is anticipated that the Employee Benefits and Compensation Committee shall meet three times annually, at or prior to the three IEEE meeting series. There will also be one teleconference meeting scheduled and additional telephonic meetings may be held throughout the calendar year.

Approved by the IEEE Board of Directors
June 2021